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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**THE RESCAP BORROWER CLAIMS TRUST’S COUNTER-  
DESIGNATION OF ITEMS FOR RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure and Rule 8007-1 of the Local Bankruptcy Rules for the Southern District of New York, the ResCap Borrower Claims Trust (the “**Borrower Trust**”), established pursuant to the terms of the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 6030] (the “**Plan**”)<sup>1</sup> in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits the following counter-designation of additional items to be included in the record on appeal in connection with the Notice of Appeal [Docket Nos. 7822 and 7832] filed by appellant Tia Smith (the “**Appellant**”), from the *Memorandum Opinion and Order Sustaining in Part and Overruling in Part Objection to Claims*

<sup>1</sup> The Plan was confirmed by order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) dated December 11, 2013 [Docket No. 6065] and the Plan’s effective date occurred on December 17, 2013. The Plan provides for the creation and implementation of the Borrower Trust. *See* Plan, Art. IV.F. The Plan further provides that the Borrower Claims Trustee is deemed the representative of the Debtors’ estates for the purpose of prosecuting objections to borrower claims, *see* Plan, Art. IV.S.

3889, 4129, 4134 and 4139 Filed by Tia Smith [Docket No. 7598] and Order Denying Motion of Tia Smith for Reconsideration [Docket No. 7795], which were entered by the Bankruptcy Court on October 1, 2014 and November 24, 2014, respectively.

The Borrower Trust designates the following additional items to be included in the record on appeal.<sup>2</sup>

#### A. Pleadings

Docket No.	Description
2093	Order Extending Deadline for Filing Proofs of Claim
3294	Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1009, 3007 and 9019(b) Approving (I) Claim Objection Procedures, (II) Borrower Claim Procedures, (III) Settlement Procedures, and (IV) Schedule Amendment Procedures
6030	Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors
6065	Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors
7188*	Notice of the ResCap Borrower Claims Trust's Sixty-Ninth Omnibus Objection to Claims (No Liability Borrower Claims) and ResCap Borrower Claims Trust's Sixty-Ninth Omnibus Objection to Claims (No Liability Borrower Claims)
7300*	Tia Smith's Opposition and Response to the ResCap Borrower Claims Trust's Sixty-Ninth Omnibus Objection to Claim Numbers 3889, 4129, 4134, and 4139 (No Liability Borrower Claims)
7410*	ResCap Borrower Claims Trust's Omnibus Reply in Support of Its Sixty-Ninth Omnibus Objection to Claims (No-Liability Borrower Claims) as to Claim Nos. 292, 1279, 1466, 3889, 4129, 4134, and 4139
7598*	Memorandum Opinion and Order Sustaining in Part and Overruling in Part the Objection to Claims 3889, 4129, 4134, and 4139 Filed By Tia Smith
7691*	Motion for Reconsideration of the Memorandum Opinion and Order Sustaining in Part and Overruling in Part the ResCap Borrower Claims Trust's Sixty-Ninth

<sup>2</sup> For the avoidance of doubt, the Borrower Trust's designation of any pleadings and/or exhibit lists includes the designation of any and all exhibits filed with, attached to, or otherwise referenced in such pleadings.

\* For ease of reference, these documents, which were designated by the Appellant, are included in the counter-designations along with their respective docket numbers.

<b>Docket No.</b>	<b>Description</b>
	Omnibus Objection to Proof of Claim Numbers 3889, 4129, 4134, and 4139 Filed by Tia Smith
7699*	Response Filed by Tia Smith
7795*	Order Denying Motion of Tia Smith for Reconsideration
7833*	Request to Proceed In Forma Pauperis Re: Notice of Appeal

**B. Other**

<b>Docket No.</b>	<b>Description</b>
7497	Transcript of Hearing held on August 26, 2014 at 10:00 a.m. (EST)
N/A*	Proof of Claim Number 3889 Filed By Tia Smith on November 9, 2012
N/A*	Proof of Claim Number 4129 Filed By Tia Smith on November 9, 2012
N/A*	Proof of Claim Number 4134 Filed By Tia Smith on November 9, 2012
N/A*	Proof of Claim Number 4139 Filed By Tia Smith on November 9, 2012

Dated: December 22, 2014  
New York, New York

/s/ Norman S. Rosenbaum

Norman S. Rosenbaum

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